



USA Commercial Mortgage Company
4484 S. Pecos Road
Las Vegas, NV 89121
(702) 734-2400
NV MBL #333

FIRST TRUST DEED INVESTMENT

BORROWER	Copper Sage Commerce Center, LLC
<i>Background</i>	The borrower is a joint venture between USA Investment Partners and Robert Russell of Russell/A-D Development Group, LLC. Mr. Russell has been in the development business for more than 35 years. He has developed more than 4 million square feet of primarily industrial/warehouse product. This is the second project of this type for this borrower in the last 18 months. The borrower successfully funded, constructed, and sold out 60,000 square feet of warehouse in multiple buildings sub-divided into bays as small as 6,000 square feet. The first project also was located in the Copper Sage Commerce Center, and was offered at the same loan-to-value as this current offering.
<i>Equity</i>	The borrower will contribute \$350,000 in cash to close the loan.
<i>Guarantees</i>	The loan will be guaranteed by the principals of the borrower – Thomas Hantges, Joseph D. Milanowski, and Robert A. Russell. The principals in the transaction have a combined net worth greater than \$100 million, not including the value of this project.
LOAN AMOUNT	\$11.3 million
INTEREST RATE:	12.0% (net). Interest is paid monthly for the term of the loan. An interest reserve for the term of the loan is included in the loan amount and will be placed in a reserve account held by a third-party project disbursement company.
LOAN-TO-VALUE	Approximately 75 percent of the sell-out price for the buildings.
TERM	18 months, with one optional extension of six months, provided the loan is performing and no default has occurred, and subject to approval of USA Capital.
COLLATERAL	First Trust Deed on 8.45 acres of property to be developed into more than 124,000 square feet of warehouse space for sale to end users.
PROJECT	The borrower plans to construct more than 124,000 square feet of concrete tilt-up condo-style distribution buildings that can be divided into units from 4,800 to 60,480 square feet each. The three industrial buildings will feature 20 foot clear height, fire sprinkler systems, dock-high and grade-level loading, and secured yards. The project is located in North Las Vegas on 8.45 acres on the southeast corner of Lamb Boulevard and Cartier Avenue. The buildings are planned to be sold at shell.
USE OF PROCEEDS	Our loan will be used to acquire the land and construct the buildings.

USA Capital is one of the nation's leading real estate lenders. Founded in 1989, USA Capital is a licensed mortgage company that offers qualified investors an opportunity to participate in trust deed investments that are short term, provide returns of 11% to 12.5%, and are secured by real estate.

EXHIBIT B



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MARKET AREA

The property is ideally situated in a highly-developed area that should continue to thrive based on its proximity to the I-15 and Cheyenne Avenue corridor. Low interest rates and rising lease rates have prompted many users to seek ownership alternatives. In the trailing 24 months, Las Vegas has seen rapid absorption of freestanding/condo "for-sale" building product.

There is strong demand for buildings for sale at this time as leasing is typically not driving the absorption in the freestanding building product type. Based upon the proven demand for this type of product market wide and an existing interest list, absorption is anticipated to be swift with a significant percentage of units in escrow prior to completion of construction.

EXIT STRATEGY

Our loan will be repaid by the sale of the buildings.

FUNDING DATE

Funds must be in our office no later than February 27, 2006

DATE

February 13, 2006

**MINIMUM
INVESTMENT**

\$50,000

CONTACT

USA Capital
(702) 734-2400
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DISCLOSURES

Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing, investors must be provided applicable disclosure documents. Past performance is not necessarily indicative of future results. All real estate markets can be negatively impacted by interest rates, availability of capital, supply and demand factors, and general economic conditions locally, regionally and nationally. Any investor should review this loan summary proposal with these risks in mind and base an investment decision on existing market conditions and potential changes in the economy, as well as his or her own personal investment objectives and risk tolerance.

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